

- ✓ Conduct due diligence. (AOL, F&W)
- ✓ Identify other key employees required to sign noncompete/nonsolicitation agreements. (AOL, WAIS)
- First draft of Plan of Reorganization and Merger ("Plan") and Affiliates Agreements to be delivered to WAIS. (AOL legal to complete review, F&W to revise and distribute)
- ✓ AOL public information (10-K, 10-Q's) to be delivered to F&W and WAIS. (AOL)

WEEK OF 4/3/95

Complete due diligence. (AOL, F&W)

Negotiate Plan and Affiliates Agreements. (all)

sign Affiliates Agreements. (AOL, WAIS)

Review existing Registration Rights Agreements, AOL Stock Option Plan and AOL Stock Option Grant Agreements. (AOL legal?)

First draft of Registration Rights Agreement for WAIS shareholders to be delivered to WAIS. (AOL legal?)

Prepare AOL Stock Option Grant Agreements for WAIS option holders. (AOL legal?)

First draft of noncompete/nonsolicitation agreements, agreements for exchange and escrow of shares, and investor representation agreements to be delivered to WAIS. (F&W to draft; AOL legal to review)

WAIS Schedule of Exceptions to be delivered to AOL. (WAIS, WSGR)

Accountants to commence work on pooling opinion. (Accountants)

WEEK OF 4/10/95

Negotiate Schedule of Exceptions. (all)

Negotiate Registration Rights Agreement, employment/noncompete agreements, share exchange/escrow agreements, and investor representation agreements. (all)

Draft Agreement of Merger (based on Plan). (F&W, WSGR)

Draft closing certificates and documents, including board and shareholder resolutions. (F&W, WSGR)

Incorporate AOL acquisition sub. (F&W)

Board meetings to approve transaction. (WAIS, AOL)

Shareholder consent to approve transaction. (WAIS)

Determine allocation of Additional AOL Options to current WAIS employees. (WAIS, AOL)

WEEK OF 4/17/95

Sign Plan (target date: 4/17/95). (AOL, WAIS) [Note: WAIS no-shop]